



UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
OLDE MONMOUTH STOCK TRANSFER CO., INC., :

Plaintiff, :

-- against -- :

DEPOSITORY TRUST & CLEARING CORPORATION and DEPOSITORY TRUST COMPANY, :

Defendants. :

Civil Action No.
07 - cv - 990

-----X

ORDER TO SHOW CAUSE AND TEMPORARY RESTRAINING ORDER

UPON the annexed Verified Complaint, as well as the Declaration of Edward R. Gallion, Esq. (acting as counsel for Plaintiff), dated February 5, 2007, and the Exhibits attached thereto:

PO ~~AND IT APPEARING that~~ Defendant Depository Trust & Clearing Corporation ("DTCC") and Defendant Depository Trust Company ("DTC") ^{*are ordered to show cause as to whether*} unfairly, unreasonably and ^{*it*} arbitrarily and for anticompetitive reasons have excluded Plaintiff Olde Monmouth Stock Transfer Co., Inc. ("Olde Monmouth") from participation in Defendants' FAST (Fast Automated Securities Transfer) Program;

AND IT FURTHER APPEARING that ~~such~~ ^{may be ①} participation in Defendants' FAST Program ^{is} an essential prerequisite to Olde Monmouth's ability to continue to conduct its business as a stock transfer agent; ~~and~~ ^②

~~AND IT FURTHER APPEARING~~ that in the absence of participation in Defendants' FAST Program, Olde Monmouth will be forced out of business, thereby causing it irreparable harm;

~~AND IT FURTHER APPEARING that Defendants are unlawfully and deliberately using their exclusion of Olde Monmouth from the FAST Program as a means to force Olde Monmouth out of business;~~

^{being asserted}
AND IT ~~FURTHER APPEARING~~ that Defendants are contacting Olde Monmouth's clients to publicize Olde Monmouth's exclusion from the FAST Program in order unlawfully, deliberately and improperly to interfere with, hinder and impede Olde Monmouth's ongoing legitimate business activities;

^{being further asserted}
AND IT ~~FURTHER APPEARING~~ that Defendants' deliberate, ~~improper and unlawful~~ conduct with respect to Olde Monmouth's client base has damaged and will continue to damage Olde Monmouth;

AND IT ~~FURTHER~~ APPEARING that Defendants' publication of the fact of Olde Monmouth's exclusion from

the FAST Program will render it impossible for Olde Monmouth to attract any new clients or to retain its current clients, thereby causing it irreparable harm;

Re. ~~AND IT FURTHER APPEARING~~ that Olde Monmouth satisfactorily has demonstrated to this Court: (i) the probable success on the merits of its claims before this Court; (ii) the imminent danger of irreparable harm and undue disruption and destruction of Olde Monmouth's ongoing and future business activities as a consequence of Defendants' unlawful, deliberate and anticompetitive exclusion from the FAST Program and related tortious communications and activities that can neither be quantified nor compensated by an award of monetary damages; and (iii) ~~the balancing of the equities in favor of Olde Monmouth;~~

NOW, THEREFORE, IT IS ORDERED that Defendants APPEAR AND SHOW CAUSE before this Court, the Hon.

Richard Owen, U.S.D.J., at the United States Courthouse, New York, New York, Courtroom 216, on February 20th, 2007, at 11:00 am, or as soon thereafter as counsel may be heard, why: (215)

- (a) Defendants should not be temporarily and permanently restrained from any further steps

to exclude Plaintiff Olde Monmouth
from participation in the FAST
Program;

(b) Defendants should not be
temporarily and permanently
restrained from any further
unlawful and improper
communications with Olde
Monmouth's clients and prospective
clients with respect to Olde
Monmouth's unlawful, deliberate
and arbitrary exclusion from the
FAST Program;

(c) Defendants should not be
affirmatively ordered by this
Court immediately to approve Olde
Monmouth's application for
participation in the FAST Program;

AND IT IS FURTHER ORDERED that, sufficient cause
appearing therefor, proper service pursuant to the Federal
Rules of Civil Procedure of a copy of this Order together
with all supporting papers in connection herewith be

effected upon Defendant Depository Trust & Clearing

Corporation and Defendant Depository Trust Company on or

then agent
before the 13th day of February 2007. *by T.C.*



United States District Judge

Dated: New York, New York
February 12, 2007